

DAVIS POLK & WARDWELL
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Karen E. Wagner
Avi Gesser
James I. McClammy

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**LEHMAN BROTHERS
HOLDINGS INC., et al.,**

Debtors.

x

:

: Chapter 11 Case No.

:

: 08-13555 (JMP)

:

: (Jointly Administered)

:

:

x

**VERIFIED STATEMENT OF DAVIS POLK & WARDWELL PURSUANT
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019(a)**

Davis Polk & Wardwell (“**Davis Polk**”) hereby submits this verified statement (the “**Verified Statement**”) pursuant to Federal Rule of Bankruptcy Procedure 2019(a) in connection with the above-captioned chapter 11 cases (the “**Cases**”) of Lehman Brothers Holdings Inc. and its debtor affiliates (together, the “**Debtors**”) and respectfully states as follows:

1. Davis Polk represents in the Cases the creditor listed on Exhibit A hereto and certain other entities that may be creditors of one or more of the Debtors (together, the “**Represented Parties**”).

2. Those Represented Parties that are not listed on Exhibit A have either not yet been finally determined to be creditors of the Debtors or have not yet determined to appear in the Cases. Such parties include entities that may or may not have claims against one or more of the Debtors based upon securities transactions once netting is completed and other entities that have sought from Davis Polk advice on existing financial transactions with one or more of the Debtors or general advice regarding the Cases. Davis Polk will supplement this statement as necessary as the status of additional Represented Parties becomes clear.

3. Each of the Represented Parties may hold, whether directly or indirectly, claims against and/or interests in certain of the Debtors arising out agreements with certain of the Debtors, law or equity. The specific nature and amount of these claims and/or interests have not yet been finally determined and may be set forth in proofs of claim or interest to be filed in the Cases.

4. Each of the Represented Parties separately requested that Davis Polk represent them in connection with the Cases.

5. Davis Polk has provided, and may continue to provide, certain legal services to certain of the Debtors. With respect to these services, Davis Polk has prepetition and may have post-petition claims against the Debtors. Davis Polk has not purchased, sold or otherwise transferred any claims against the Debtors.

6. The undersigned hereby certifies that this Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief. Davis Polk reserves the right to revise and supplement this statement.

Dated: New York, New York
October 22, 2008

By: /s/ James I. McClammy
Karen E. Wagner
Avi Gesser
James I. McClammy

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EXHIBIT A

1. Federal Home Loan Mortgage Corporation, in Conservatorship
8200 Jones Branch Drive – MS202
McLean, VA 22102